


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 12 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	--

DOCUMENT # P10536

(1)

1. Corporation Name
LEARNING TECHNOLOGIES LTD. INC.

Principal Place of Business ABBOTT BLDG., 2ND FL., P.O. BOX 833 ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLAND	Mailing Address ABBOTT BLDG., 2ND FL., P.O. BOX 833 ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLAND
--	--



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/23/1986	3a. Date of Last Report 04/28/1996
21		26		4. FEI Number 59-2621441	Applied For Not Applicable
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 City & State		28 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24 Zip	25 Country	29 Zip	30 Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent BATTEN, MICHAEL R. 1540 THE GREENS WAY JACKSONVILLE BEACH FL 32250		10. Name and Address of New Registered Agent	
		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	85 Zip Code FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMATHERS, BRUCE A.	1.2 NAME	
STREET ADDRESS	ONE INDEPENDENT DR., STE. 2201	1.3 STREET ADDRESS	
CITY - ST - ZIP	JACKSONVILLE FL	1.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, HASKELL W	2.2 NAME	
STREET ADDRESS	4302 EVERGREEN LANE, STE 101	2.3 STREET ADDRESS	
CITY - ST - ZIP	ANNANDALE VA	2.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOLMES, PETER	3.2 NAME	
STREET ADDRESS	9855 REGENCY SQUARE BLVD., APT. 111	3.3 STREET ADDRESS	
CITY - ST - ZIP	JACKSONVILLE FL	3.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PARKER, ROBERT A. JR.	4.2 NAME	
STREET ADDRESS	229 PEACHTREE ST., STE. 2700	4.3 STREET ADDRESS	
CITY - ST - ZIP	ATLANTA GA	4.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SANDERS, CARL E.	5.2 NAME	
STREET ADDRESS	600 PEACHTREE ST., STE. 5200	5.3 STREET ADDRESS	
CITY - ST - ZIP	ATLANTA GA	5.4 CITY - ST - ZIP	
TITLE	DP <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHEIDEL, HERBERT W.	6.2 NAME	
STREET ADDRESS	1224 THE STRAND	6.3 STREET ADDRESS	
CITY - ST - ZIP	NEPTUNE BCH. FL	6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Peter Holmes
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/30/97 404-252-9100

Date Daytime Phone #

0629443

CR2E034 (9/96)